SEC Potential persons who are to respond to the collection of information 1972 (6- contained in this form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden hours per response... 1

FORM D

PROCESSED

DEC 8 7 2004

THOMSON

FINANCIAL SECUSE ONLY

Prefix

Serial

DATE RECEIVED

Telephone

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

Address of Executive Offices

Number (Including Area Code)

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.)

Filing Under (Check box(es) that apply):

[] Rule 504 [] Rule 505 [X] Rule 506 [] Section 4(6) [] ULOE

Type of Filing: [X] New Filing [] Amendment

A. BASIC IDENTIFICATION DATA 04051477

1. Enter the information requested about the issuer

Name of Issuer ([] check if this is an amendment and name has changed, and indicate change.)

Digikidz Holdings, Inc.

(Number and Street, City, State, Zip Code)



625 North Flagler Dr. Su	ite 508, West Palm Beach, FL 33401 PH: (561) 296-3701
Address of Principal Busin Number (Including Area C (if different from Executive	· ·
Brief Description of Busin	ess
a distributor and reselle	r/retailer of a range of personalized fun products for children
Type of Business Organiz	eation
[X] corporation	[] limited partnership, already formed [] other (please specify):
[] business trust	[] limited partnership, to be formed
magner gameng i yan sa in Annapangan pamen seman in in in inter yiki sa inggiliri Perinter Anna	Month Year
Actual or Estimated Date	of Incorporation or Organization: [10] [04] [X] Actual [] Estimated
Jurisdiction of Incorporati	on or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [F][L]
· · · · · · · · · · · · · · · · · · ·	wider committee where the anticomment of the anti

Federal:

GENERAL INSTRUCTIONS

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

- 2. Enter the information requested for the following:
 - Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

625 North Flagler Dr. Suite 508, West Palm Beach, FL 33401

Check Box(es) that Apply:	• • —	Beneficial Owner		Executive Officer	[X]	Director []	General and/or Managing Partner
Full Name (Last nam	ne first, if individual) Pearce, Rot	oert V	V .	gibbertan in yen e	the approximation was the state of any con-	
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625 North Flagler	Dr. Suite 605, V	West Palm B	each,	FL 33401			
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Full Name (Last nam	ne first, if individual) Parker, Ger	ald C	tis Constitution de Statistiques de la constitution de la sec	9400. F F	Serve and the Serve Server	er en jaro o an Nara e e e e e e e e e e e e e e e e e e
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Has the issuer sol offering?	ld, or does the issuer intend to s	sell, to non-accredited	investors in this	Yes No [X]
	Answer also in Appendix, 0	Column 2, if filing und	er ULOE.	
2. What is the minimindividual?	num investment that will be acce	epted from any		\$N/A
3. Does the offering	permit joint ownership of a sing	le unit?		Yes No
directly or indirectly, in connection with sa associated person o state or states, list the listed are associated	tion requested for each person vany commission or similar remulates of securities in the offering. It is agent of a broker or dealer regue name of the broker or dealer. It persons of such a broker or deproker or dealer only.	uneration for solicitation If a person to be listed gistered with the SEC If more than five (5)	on of purchasers ed is an and/or with a persons to be	

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C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

^{1.} Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities

offered for exchange and already exchanged.

Type of Security		aggregate fering Price	Am	ount Already Sold
Debt	\$	0.00	\$	0.00
Equity	\$	0.00	\$	0.00 ¹
[] Common [] Preferred				
Convertible Securities (including warrants)	\$	0.00	\$	0.00
Partnership Interests	\$	0.00	\$	0.00
Other (Specify).	\$	0.00	\$	0.00
Total	\$	0.00	\$	0.00
¹ On November 2, 2004, DigiKidz Holdings, Inc. ("DHI") and DigiKidz, Inc. ("DI") entered into a Share Exchange Agreement whereby the holders of DI exchanged 100% of the outstanding common stock of DI (3,577,100 shares) in exchange for 7,800,000 shares of restricted common stock of DHI, pro rata.				
Answer also in Appendix, Column 3, if filing under ULOE.				
2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."				
	Num Inve	stors	Dolla of P	regate ar Amount urchases
Accredited Investors		6	_ \$	0.00
Non-accredited Investors		2	_ \$	0.00
Total (for filings under Rule 504 only)		8	- \$	0.00
Answer also in Appendix, Column 4, if filing under ULOE.				
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.				
Type of offering Rule 505	Туре	e of Security	Solo	
Regulation A			- '	
Rule 504				
Total			- ¥— \$	
	***		- Ψ <u></u> -	

4. a. Furnish a statement of all expenses in connection with the
issuance and distribution of the securities in this offering. Exclude
amounts relating solely to organization expenses of the issuer. The
information may be given as subject to future contingencies. If the
amount of an expenditure is not known, furnish an estimate and check
the box to the left of the estimate.

Transfer Agent's Fees	[]\$	0.00
Printing and Engraving Costs	[]\$	0.00
Legal Fees	[]\$	0.00
Accounting Fees	[]\$	0.00
Engineering Fees	[]\$	0.00
Sales Commissions (specify finders' fees separately)	[]\$	0.00
Other Expenses (identify)	[]\$	0.00
Total	[]\$	0.00

\$-----

Payments

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	to
	Officers,
	Directors, Payments
	& To
	Affiliates Others
Salaries and fees	\$0.00 \$0.00
Purchase of real estate	\$ 0.00 \$ 0.00
Purchase, rental or leasing and installation of machinery and equipment	\$ 0.00 \$ 0.00
Construction or leasing of plant buildings and facilities	\$ 0.00 \$ 0.00
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	\$0.00 \$0.00
Repayment of indebtedness	\$0.00 \$0.00
Working capital	\$ 0.00 \$ 0.00
Other (specify):	\$ 0.00 \$ 0.00
	\$ 0.00 \$ 0.00
Column Totals	\$ 0.00 \$ 0.00
Total Payments Listed (column totals added)	[]\$0.00

D. FEDERAL SIGNATURE

Issuer (Print or Type)

DigiKidz Holdings, Inc.

Name of Signer (Print or Type)

Robert W Pearce

Signature

Abbut Date

II 17 / 04

Title of Signer (Print or Type)

Chief Executive Officer

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?

Yes No
[] [X]"

See Appendix, Column 5, for state response.

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Robert W. Pearce	Chief Executive Officer
Name of Signer (Print or Type)	Title (Print or Type)
DigiKidz Holdings, Inc.	Mohert plane "17/64
Issuer (Print or Type)	Signature Date
product in the control of the contro	

APPENDIX

1	2		3		5 Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)				
	Intend to no accre- investo Sta (Part E	on- dited ors in ite 8-Item	Type of security and aggregate offering price offered in state (Part C-Item 1) Type of investor and amount purchased in State (Part C-Item 2)					e :	
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